

505 Sansome Street
Suite 900
San Francisco
California 94111

GOODIN, MACBRIDE,
SQUERI, RITCHIE & DAY, LLP
Attorneys at Law

EGG/MELLON

SEP 20 2005

WC 05-278

Telephone
415/392-7900
Facsimile
415/398-4321

September 19, 2005

John L. Clark

Writer's Direct Line
415/765-8443

DOCKET FILE COPY ORIGINAL

Federal Communications Commission
Wireline Competition Bureau - CPD214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: In the Matter of Telecom Consultants, Inc., Transferor, and John Toepfer, Transferee, Application for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized domestic common carrier

Dear Sir/Madame:

Enclosed for filing, on behalf of Telecom Consultants, Inc. and John Toepfer, please find an original and six copies of the above-identified application. This application requests approval for the acquisition by Mr. Toepfer of control in Telecom Consultants, Inc.

Also enclosed is a completed Fee Remittance Form 159. As noted, the filing fee has been paid by credit card. After filing this application, please return a date-stamped copy to me in the enclosed self-addressed stamped envelope. Thank you very much.

Very truly yours,



John L. Clark

Enclosures

3223/001/X69737.v1

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION

WASHINGTON, D.C. 20554

In the matter of

Telecom Consultants, Inc.
Transferor

and

John Toepfer
Transferee

WC Docket No. 05_____

Application for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized domestic common carrier.

APPLICATION

John Toepfer ("Toepfer") and Telecom Consultants, Inc. ("TCI"), collectively "Joint Applicants," hereby request, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the Federal Communications Commission ("Commission") Rules, 47 C.F.R. § 63.04, authority for the transfer of control of TCI to Toepfer.

I. DESCRIPTION OF TRANSACTION

Pursuant to an agreement between the existing majority shareholder of TCI and Toepfer, who currently is the chief executive officer of TCI and a 20% shareholder in TCI, Toepfer will acquire additional shares in TCI sufficient to provide him with 81% ownership and control. In exchange, the former majority shareholder will retain a 10% equity interest and

lifetime monthly payments for her and her husband, the retired co-founder and chief executive officer of TCI. No other consideration will be paid.

Following the change of control, TCI will continue providing service to its customers, without change, and in accordance with its existing tariffs and contracts. Thus, the transaction will be completely transparent to TCI's customers.

II. REQUEST FOR STREAMLINED PROCESSING

This application is eligible for streamlined processing under Section 63.03 of the Commission's Rules, 47 CFR § 63.03, because, immediately following the transaction: (1) the Joint Applicants and their affiliates (as defined in Section 3(1) of the Communications Act, "Affiliates") combined, will hold less than a ten percent (10%) share of the interstate interexchange market; (2) to the extent that the Joint Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services will be provided only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) none of the Joint Applicants or their Affiliates is dominant with respect to any U.S. domestic telecommunications service.

III. SECTION 63.04 INFORMATION

(1) Names, Addresses, and Telephone Numbers of Applicants

(a) Transferor

Telecom Consultants, Inc
745 E. Locust, Suite 109
Fresno, CA 93720
Tel: 559-436-8266

(b) Transferee

John Toepfer
Chief Executive Officer
Telecom Consultants, Inc
745 E. Locust, Suite 109
Fresno, CA 93720
Tel: 559-436-8266

(2) Jurisdiction of Organization

TCI is a corporation formed under the laws of the State of California.

Toepfer is an individual and a citizen of the United States.

(3) Contact Information

All correspondence and other communications concerning this application should
be directed to:

John L. Clark
Goodin, MacBride, Squeri
Ritchie & Day LLP
505 Sansome Street, 9th Floor
San Francisco, California 94111
Tel: 415-765-8443
Fax: 415-398-4321
E-mail: jclark@gmsr.com

(4) Ownership

(a) Current Ownership TCI

The names, addresses, citizenships, and principal businesses of each current holder of 10% or more direct equity interest in TCI are as follows:

Name and Address	Citizenship	Principal Business	Percentage Ownership in TCI
John Toepfer Chief Executive Officer Telecom Consultants, Inc 745 E. Locust, Suite 109 Fresno, CA 93720	United States	Telecommunications	20%
Alice J. Burk 4097 E. Windsong Street Springfield, MO 65809	United States	Retired	80%

(b) Ownership of TCI Upon Closing of Proposed Transaction

The names, addresses, citizenships, and principal businesses of each holder of an equity interest in TCI upon the closing of the proposed transaction will be:

Name and Address	Citizenship	Principal Business	Direct Percentage Ownership in TCI
John Toepfer Chief Executive Officer Telecom Consultants, Inc 745 E. Locust, Suite 109 Fresno, CA 93720	United States	Telecommunications	81%
Alice J. Burk 4097 E. Windsong Street Springfield, MO 65809	United States	Retired	10%
James Toepfer 45 Frog Lane Sequim, WA 98382	United States	Educator/Counselor	9%

(5) As evidenced by its signature to this application, below, each party certifies under penalty of perjury under the laws of the United States that it is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

(6) A description of the transaction is set forth above in Section I of this application.

(7) TCI is a non-dominant interexchange and competitive local exchange carrier operating in California. TCI provides local exchange and interexchange telephone service to small and medium size business customers. Toepfer is TCI's chief executive officer.

(8) As noted above, this application is eligible for streamlining because, immediately following the transaction: (1) the Joint Applicants and their affiliates (as defined in Section 3(1) of the Communications Act, "Affiliates") combined, will hold less than a ten percent (10%) share of the interstate interexchange market; (2) to the extent that the Joint Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services will be provided only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) none of the Joint Applicants or their Affiliates is dominant with respect to any U.S. domestic telecommunications service.

(9) There are no other Commission applications related to this transaction that is the subject of this application. (TCI does not hold international 214 authority or other Commission licenses.)

(10) Joint Applicants are not seeking special consideration of this application as neither party is facing imminent business failure.

(11) Not applicable.

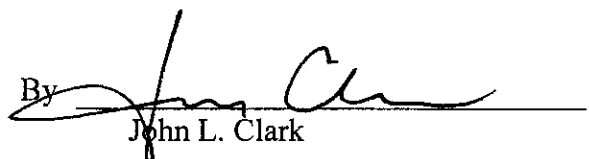
(12) The subject transaction is clearly in furtherance of the public interest. The proposed acquisition of control by Mr. Toepfer will provide him with substantial ownership of the company that he is now charged with operating. Mr. Toepfer views his acquisition of TCI as an excellent investment opportunity. From TCI's standpoint and that of its minority shareholders, Mr. Toepfer's investment will provide a strong incentive for his continued leadership in producing growth and on-going success for the company. As noted above, service to TCI's customers will continue to be provided on a basis that is fully transparent to them.

CONCLUSION

As demonstrated in this application, Joint Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this application.

Respectfully submitted this 8th day of September 2005 at San Francisco, California.

GOODIN, MACBRIDE, SQUERI,
RITCHIE & DAY, LLP
John L. Clark
505 Sansome Street, Suite 900
San Francisco, California 94111
Telephone: (415) 765-8443
Facsimile: (415) 398-4321
E-Mail: jclark@gmssr.com

By 
John L. Clark

Attorneys for Joint Applicants

LIST OF ATTACHMENTS

Certification of Transferor

Certification of Transferee

3223/001/X69463.v1

CERTIFICATION OF TRANSFEROR

I hereby certify that I am an officer of Telecom Consultants, Inc., I am authorized to make this statement, and that the statements made in the foregoing application on its behalf for authority to transfer control are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Telecom Consultants, Inc.

By: 

Name: John Toepfer

Title: Chief Executive Officer

Date: September 8, 2005

CERTIFICATION OF TRANSFEREE

I hereby certify the statements made in the foregoing application for authority to transfer control are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

By: _____



Name: John Toepfer

Date: September 8, 2005